

Division of Corporations

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Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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From:

Account Name : LEVINE & PARTNERS, P.A.
Account Number : 074677001117
Phone : (305) 372-1350
Fax Number : (305) 372-1352

⑤

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FLORIDA PROFIT CORPORATION OR P.A.

BENTLEY BAY DEVELOPMENT CORP.

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ARTICLES OF INCORPORATION OF
BENTLEY BAY DEVELOPMENT CORP.

ARTICLE I
NAME

The name of the Corporation is BENTLEY BAY DEVELOPMENT CORP.

ARTICLE II
DURATION

This Corporation shall commence its existence upon the filing of these Articles of Incorporation and shall continue perpetually thereafter.

ARTICLE III
PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business under the laws of the State of Florida.

ARTICLE IV
PRINCIPAL OFFICE

The principal office of the corporation is: 510 Ocean Drive, Miami Beach, Florida 33139.

ARTICLE V
MAILING ADDRESS

The mailing address of the corporation is: 510 Ocean Drive, Miami Beach, Florida 33139.

Alan W. Levine, Esq.
LEVINE & PARTNERS, P.A.
1110 Brickell Avenue, 7th Floor
Miami, Florida 33131
Telephone: (305) 372-1350
Florida Bar Number: 866822

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ARTICLE VI
CAPITAL STOCK

This Corporation is authorized to issue 600 shares of \$1.00 par value common stock, which shall be designated "Common Shares."

ARTICLE VII
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of this Corporation is 1110 Brickell Avenue, 7th Floor, Miami, FL 33131, and the name of the initial Registered Agent of this Corporation at that address is Alan W. Levine, Esq.

ARTICLE VIII
INCORPORATOR

The name and address of the person signing these Articles is:

<u>Name</u>	<u>Address</u>
Alan W. Levine, Esq.	1110 Brickell Avenue 7th Floor Miami, FL 33131

ARTICLE IX
OFFICERS

The initial officers of the corporation are:

President:	Riccardo Olivieri
Vice President:	Francisco Martinez
Secretary:	Riccardo Olivieri
Treasurer:	Riccardo Olivieri

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ARTICLE X
POWERS

This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

ARTICLE XI
AMENDMENT

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment to them, and any rights conferred upon the shareholders are subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 25th day of January, 1999.

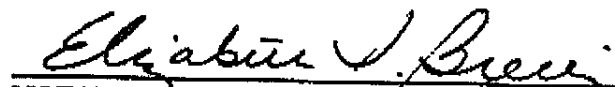


ALAN W. LEVINE, ESQ.

STATE OF FLORIDA :
: ss:
COUNTY OF DADE :

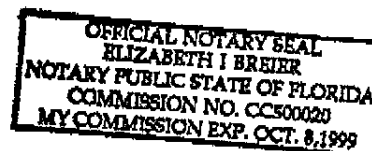
I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, ALAN W. LEVINE, ESQ., who is personally known to me.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Miami, Dade County, Florida, this 25th day of January, 1999.



NOTARY PUBLIC, State of Florida

My Commission Expires:



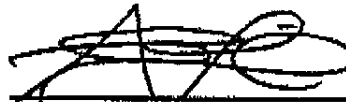
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**CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR SERVICE OF PROCESS
WITHIN THE STATE OF FLORIDA, NAMING REGISTERED AGENT
UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTIONS 607.0501 AND 48.091, FLORIDA STATUTES, THE
FOLLOWING IS SUBMITTED:

THAT BENTLEY BAY DEVELOPMENT CORP., DESIRING TO ORGANIZE OR
QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, HAS NAMED ALAN W.
LEVINE, ESQ., LOCATED AT 1110 BRICKELL AVENUE, 7TH FLOOR, MIAMI, FL 33131,
ITS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THE STATE OF
FLORIDA.



ALAN W. LEVINE, ESQ.
INCORPORATOR
JANUARY 25, 1999

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED
CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE
TO ACT IN THE CAPACITY OF REGISTERED AGENT, AND I FURTHER AGREE TO
COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES.



ALAN W. LEVINE, ESQ.

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TALLAHASSEE, FLORIDA

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